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## Return of Organization Exempt From Income Tax

2011

Open to Public  
InspectionDepartment of the Treasury  
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung  
benefit trust or private foundation)

► The organization may have to use a copy of this return to satisfy state reporting requirements.

## A For the 2011 calendar year, or tax year beginning

07-01, 2011, and ending

06-30, 2012

## B Check if applicable

Address change  
 Name change  
 Initial return  
 Terminated  
 Amended return  
 Application pending

C Name of organization **UPSTATE FILMS, LTD.**Doing Business As **DIANE LEIBER**

Number and street (or P O box if mail is not delivered to street address)

**PO BOX 324**D Employer identification no  
**14-1546573**E Telephone number  
**(845) 876-4546**F City or town, state or country, and ZIP + 4  
**RHINEBECK, NY 12572**G Gross receipts \$  
**970,442**

H Name and address of principal officer

H(a) Is this a group return for  
affiliates?  
 Yes  NoH(b) Are all affiliates included?  
 Yes  No  
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status  501(c)(3)  501(c)( ) (insert no)  4947(a)(1) or  527J Website ► **N/A**K Form of organization  Corporation  Trust  Association  Other ►L Year of formation **1972**M State of legal domicile **NY**

## Part I Summary

**1** Briefly describe the organization's mission or most significant activities. **UPSTATE IS TO PROVIDE THE PUBLIC WITH AN AWARENESS OF FILM AS BOTH AN ART FORM AND MEDIUM OF COMMUNICATION. UPSTATE IS A FINE ARTS CENTER AND OFFERS A BROAD SPECTRUM OF FILMS.**

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**2** Check this box ►  if the organization discontinued its operations or disposed of more than 25% of its net assets

**3** Number of voting members of the governing body (Part VI, line 1a) . . . . .

**4** Number of independent voting members of the governing body (Part VI, line 1b) . . . . .

**5** Total number of individuals employed in calendar year 2011 (Part V, line 2a) . . . . .

**6** Total number of volunteers (estimate if necessary) . . . . .

**7a** Total unrelated business revenue from Part VIII, column (C), line 12 . . . . .

**b** Net unrelated business taxable income from Form 990-T, line 34 . . . . .

3	10
4	10
5	22
6	
7a	0
7b	0

**8** Contributions and grants (Part VIII, line 1h) . . . . .

**9** Program service revenue (Part VIII, line 2g) . . . . .

**10** Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . .

**11** Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . .

**12** Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . .

Prior Year	Current Year
169,780	225,479
739,728	748,960
2,977	4,065
(8,062)	
912,485	970,442

**13** Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . .

**14** Benefits paid to or for members (Part IX, column (A), line 4) . . . . .

**15** Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . .

**16a** Professional fundraising fees (Part IX, column (A), line 11e) . . . . .

**b** Total fundraising expenses (Part IX, column (D), line 25) ► **21,476**

**17** Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) ► **RECEIVED**

**18** Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . .

**19** Revenue less expenses Subtract line 18 from line 12 . . . . .

0	0
356,529	351,635
0	
546,986	564,383
903,515	916,018
8,970	54,424

**20** Total assets (Part X, line 16) . . . . .

**21** Total liabilities (Part X, line 26) . . . . .

**22** Net assets or fund balances Subtract line 21 from line 20 . . . . .

Beginning of Current Year	End of Year
895,679	974,682
75,951	100,530
819,728	874,152

## Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

DIANE LEIBER

Signature of officer

DIANE LEIBER, CO-DIRECTOR

Type or print name and title

11/09/2012

Date

Print/Type preparer's name <b>Margaret K Blamble</b>	Preparer's signature <b>Margaret K Blamble</b>	Date <b>11-01-2012</b>	Check <input checked="" type="checkbox"/> if self-employed	PTIN <b>P00124881</b>
Firm's name ► <b>MARGARET K BLAMBLE CPA</b>	Firm's EIN ►			
Firm's address ► <b>420 RIVER CRANE STREET BRADENTON FL 34212</b>	Phone no <b>941-201-6691</b>			

May the IRS discuss this return with the preparer shown above? (see instructions) . . . . .  Yes  No

For Paperwork Reduction Act Notice, see the separate instructions.

EEA

Form 990 (2011)

G16  
24

**Part III Statement of Program Service Accomplishments**Check if Schedule O contains a response to any question in this Part III 1 Briefly describe the organization's missionUPSTATE IS TO PROVIDE THE PUBLIC WITH AN AWARENESS OF FILM AS BOTH AN ART FORM AND MEDIUM OF COMMUNICATION. UPSTATE IS A FINE ARTS CENTER AND OFFERS A BROAD SPECTRUM OF FILMS.2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported4a (Code \_\_\_\_\_) (Expenses \$ 607,938 including grants of \$ \_\_\_\_\_) (Revenue \$ 728,350)UPSTATE IS TO PROVIDE THE PUBLIC WITH AN AWARENESS  
OF FILM AS BOTH AN ART FORM & A MEDIUM OF COMMUNICAT  
UPSTATE IS A FINE ARTS CENTER OFFERS BROAD SPECTRUM

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4d Other program services (Describe in Schedule O)

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4e Total program service expenses ► 607,938

**Part IV Checklist of Required Schedules**

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	1 X	
2	Is the organization required to complete Schedule B, Schedule of Contributors? (see instructions)? . . . . .	2 X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .	3 X	
4	<b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II . . . . .	4 X	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III . . . . .		
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .	5	
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .	6 X	
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .	7 X	
9	Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .	8 X	
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .	9 X	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	10 X	
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI . . . . .	11a X	
b	Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII . . . . .	11b X	
c	Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII . . . . .	11c X	
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX . . . . .	11d X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .	11e X	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X . . . . .	11f X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII . . . . .	12a X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional . . . . .	12b X	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	13 X	
14a	Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a X	
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV . . . . .	14b X	
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV . . . . .	15 X	
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV . . . . .	16 X	
17	Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) . . . . .	17 X	
18	Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .	18 X	
19	Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .	19 X	
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .	20a X	
b	If "Yes" to line 20a, did the organization attach its audited financial statements to this return? . . . . .	20b	

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II. . . . .	21	X
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III . . . . .	22	X
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J . . . . .	23	X
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K If "No," go to line 25 . . . . .	24a	X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	24b	
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c	
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	24d	
25a	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .	25a	X
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I . . . . .	25b	X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . . . . .	26	X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III . . . . .	27	X
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a	X
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV. . . . .	28b	X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV. . . . .	28c	X
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV . . . . .	29	X
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M . . . . .	30	X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M . . . . .	31	X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I. . . . .	32	X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II . . . . .	33	X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I . . . . .	34	X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 . . . . .	35a	X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	35b	X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 . . . . .	36	X
36	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 . . . . .	37	X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI . . . . .	38	X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O . . . . .		

**Part V Statements Regarding Other IRS Filings and Tax Compliance**Check if Schedule O contains a response to any question in this Part V 

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a	1
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	22
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?  Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b	X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?  b If "Yes," enter the name of the foreign country ►  See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts	4a	X
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	X
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7c	X
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d	
d	If "Yes," indicate the number of Forms 8282 filed during the year.	7e	X
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g	X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7h	X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	8	X
8	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a	X
9	<b>Sponsoring organizations maintaining donor advised funds.</b>	9b	X
a	Did the organization make any taxable distributions under section 4966?	10a	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	10b	
10	<b>Section 501(c)(7) organizations.</b> Enter	11a	
a	Initiation fees and capital contributions included on Part VIII, line 12	11b	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	12a	
11	<b>Section 501(c)(12) organizations.</b> Enter	12b	
a	Gross income from members or shareholders	13a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	13b	
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	13c	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	14a	X
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>	14b	
a	Is the organization licensed to issue qualified health plans in more than one state?		
	Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructionsCheck if Schedule O contains a response to any question in this Part VI . . . . . **Section A. Governing Body and Management**

		1a	10	Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . . .				
	If there are material differences in voting rights among members of the governing body, or				
	If the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
1b	Enter the number of voting members included in line 1a, above, who are independent . . . . .				
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .			2	X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . . . . .			3	X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .			4	X
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .			5	X
6	Did the organization have members or stockholders? . . . . .			6	X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .			7a	X
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .			7b	X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body? . . . . .			8a	X
b	Each committee with authority to act on behalf of the governing body? . . . . .			8b	X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .			9	X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code )

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates? . . . . .		
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? . . . . .		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .		
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .		
b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .		
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .		
13	Did the organization have a written whistleblower policy? . . . . .		
14	Did the organization have a written document retention and destruction policy? . . . . .		
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official . . . . .		
b	Other officers or key employees of the organization . . . . .		
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions )		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		
16b			

**Section C. Disclosure**

17	List the states with which a copy of this Form 990 is required to be filed ► NY
18	Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
	<input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request
19	Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► DIANE LEIBER (845) 876-4546
	55 RED TAIL RD RHINEBECK, NY 12572

## **Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII . . . . .

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
  - List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
  - List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
  - List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
  - List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors, institutional trustees, officers; key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title		(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations	
			I	t	d	I	t	O	K	H	e	F
			n	r	r	n	r	f	e	c	m	o
			u	r	s	u	s	i	g	h	p	r
			s	e	t	s	t	c	e	e	o	m
			e	t	c	i	c	e	h	p	l	f
			t	e	e	r	t	e	e	s	a	r
			e	o	r	o	u	o	g	o	o	e
			o	o	o	o	o	o	o	o	o	o
			r	r	r	r	r	r	r	r	r	r
			o	o	o	o	o	o	o	o	o	o
(15)												
(16)												
(17)												
(18)												
(19)												
(20)												
(21)												
(22)												
(23)												
(24)												
(25)												
<b>1b</b>	<b>Sub-total</b>											
c	Total from continuation sheets to Part VII, Section A											
d	Total (add lines 1b and 1c)									167,020	0	16,950
2	Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ►										0	
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual											
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual											
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person											
<b>Section B. Independent Contractors</b>												
1	Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year											
(A) Name and business address		(B) Description of services				(C) Compensation						
2	Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►											

## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns . . . . .	1a			
	b Membership dues . . . . .	1b	107,162		
	c Fundraising events . . . . .	1c	35,016		
	d Related organizations . . . . .	1d			
	e Government grants (contributions) . .	1e	25,802		
	f All other contributions, gifts, grants, and similar amounts not included above	1f	57,499		
	g Noncash contributions included in lines 1a-1f \$				
	h Total. Add lines 1a-1f . . . . . ►		225,479		
Program Service Revenue	2a PROGRAM SERVICE REVENUE	Business Code			
	b	512000	748,960	748,960	
	c				
	d				
	e				
	f All other program service revenue. . . . .				
	g Total. Add lines 2a-2f . . . . . ►		748,960		
	3 Investment income (including dividends, interest, and other similar amounts) . . . . . ►		4,065	4,065	
Other Revenue	4 Income from investment of tax-exempt bond proceeds . . . . . ►				
	5 Royalties . . . . .	(i) Real	(ii) Personal		
	6a Gross rents . . . . .				
	b Less rental expenses. . . . .				
	c Rental income or (loss) . . . . .				
	d Net rental income or (loss) . . . . . ►				
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other		
	b Less cost or other basis and sales expenses . . . . .				
Other Revenue	c Gain or (loss) . . . . .				
	d Net gain or (loss) . . . . . ►				
	8a Gross income from fundraising events (not including \$ 35,016 of contributions reported on line 1c) See Part IV, line 18 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from fundraising events . . . . . ►				
	9a Gross income from gaming activities See Part IV, line 19 . . . . . a				
	b Less direct expenses . . . . . b				
	c Net income or (loss) from gaming activities . . . . . ►				
Other Revenue	10a Gross sales of inventory, less returns and allowances . . . . . a				
	b Less cost of goods sold . . . . . b				
	c Net income or (loss) from sales of inventory . . . . . ►				
	Miscellaneous Revenue	Business Code			
	11a UNREALIZED LOSSES		(8,062)	(8,062)	
	b				
	c				
	d All other revenue . . . . .				
Other Revenue	e Total. Add lines 11a-11d . . . . . ►		(8,062)		
	12 Total revenue. See instructions . . . . . ►		970,442	744,963	0 0

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Check if Schedule O contains a response to any question in this Part IX . . . . .

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22 . . . . .				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 . . . . .				
4 Benefits paid to or for members . . . . .				
5 Compensation of current officers, directors, trustees, and key employees . . . . .	162,403	90,946	55,217	16,240
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .				
7 Other salaries and wages . . . . .	166,173	38,479	126,839	855
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .				
9 Other employee benefits . . . . .				
10 Payroll taxes . . . . .	23,059	10,452	11,299	1,308
11 Fees for services (non-employees)				
a Management . . . . .				
b Legal. . . . .				
c Accounting . . . . .				
d Lobbying . . . . .				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees. . . . .				
g Other. . . . .				
12 Advertising and promotion . . . . .	33,109	33,109		
13 Office expenses . . . . .	1,565		1,565	
14 Information technology . . . . .				
15 Royalties. . . . .				
16 Occupancy. . . . .	78,437	73,237	5,200	
17 Travel . . . . .	7,772	7,772		
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
19 Conferences, conventions, and meetings . . . . .				
20 Interest. . . . .				
21 Payments to affiliates. . . . .				
22 Depreciation, depletion, and amortization . . . . .	22,540	22,540		
23 Insurance . . . . .	40,655		40,655	
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O )				
a SCHEDULE ATTACHED	380,305	331,403	45,829	3,073
b				
c				
d				
e All other expenses . . . . .				
25 Total functional expenses. Add lines 1 through 24e .	916,018	607,938	286,604	21,476
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ► <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .				

## Part X Balance Sheet

		(A) Beginning of year		(B) End of year
A s s e t s	1 Cash - non-interest-bearing . . . . .	72,201	1	87,713
	2 Savings and temporary cash investments . . . . .	564,988	2	650,545
	3 Pledges and grants receivable, net . . . . .		3	
	4 Accounts receivable, net . . . . .		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .			
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) . . . . .		5	
	7 Notes and loans receivable, net . . . . .		6	
	8 Inventories for sale or use . . . . .		7	
	9 Prepaid expenses and deferred charges . . . . .		8	
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D . . . . .	10a 752,986		
	b Less accumulated depreciation . . . . .	10b 611,687	10c 161,418	10c 141,299
	11 Investments - publicly traded securities . . . . .	97,072	11	95,125
	12 Investments - other securities See Part IV, line 11 . . . . .		12	
	13 Investments - program-related See Part IV, line 11 . . . . .		13	
	14 Intangible assets . . . . .		14	
	15 Other assets See Part IV, line 11 . . . . .		15	
	16 Total assets. Add lines 1 through 15 (must equal line 34) . . . . .	895,679	16	974,682
L i a b i l i t i e s	17 Accounts payable and accrued expenses . . . . .	63,976	17	87,396
	18 Grants payable . . . . .		18	
	19 Deferred revenue . . . . .	2,948	19	2,750
	20 Tax-exempt bond liabilities . . . . .		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L . . . . .		22	
	23 Secured mortgages and notes payable to unrelated third parties . . . . .		23	
	24 Unsecured notes and loans payable to unrelated third parties . . . . .		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D . . . . .	9,027	25	10,384
	26 Total liabilities. Add lines 17 through 25 . . . . .	75,951	26	100,530
N F e u n d A s s B s a e t a s c o r e s	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets . . . . .	819,728	27	874,152
	28 Temporarily restricted net assets . . . . .		28	
	29 Permanently restricted net assets . . . . .		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds . . . . .		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .		31	
	32 Retained earnings, endowment, accumulated income, or other funds . . . . .		32	
	33 Total net assets or fund balances . . . . .	819,728	33	874,152
	34 Total liabilities and net assets/fund balances . . . . .	895,679	34	974,682

EEA

Form 990 (2011)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI 

1 Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	970,442
2 Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	916,018
3 Revenue less expenses Subtract line 2 from line 1 . . . . .	3	54,424
4 Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	819,728
5 Other changes in net assets or fund balances (explain in Schedule O) . . . . .	5	0
6 Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B)) . . . . .	6	874,152

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII 

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .	2a	X
2b Were the organization's financial statements audited by an independent accountant? . . . . .	2b	X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . . If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	3a	X
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .	3b	
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . . . .		

EEA

Form 990 (2011)

**Public Charity Status and Public Support**

**2011**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Name of the organization

UPSTATE FILMS, LTD.

Employer identification number  
**14-1546573**

**Part I Reason for Public Charity Status** (All organizations must complete this part) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1  A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2  A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3  A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4  A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6  A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8  A community trust described in section 170(b)(1)(A)(vi). (Complete Part II)
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III)
- 10  An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
  - a  Type I
  - b  Type II
  - c  Type III-Functionally integrated
  - d  Type III-Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g  Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
  - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
  - (ii) A family member of a person described in (i) above?
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h  Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions) )	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under

Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 Total. Add lines 1 through 3 . . . . .						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) . . . . .						
6 Public support. Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4 . . . . .						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc (see instructions) . . . . .					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . .						► <input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14 . . . . .	15	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .		► <input type="checkbox"/>
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization . . . . .		► <input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		► <input type="checkbox"/>
b 10%-facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		► <input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		► <input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II)

If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .	130,132	139,125	156,357	50,773	190,464	666,851
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	591,825	552,160	453,365	683,487	748,960	3,029,797
3 Gross receipts from activities that are not an unrelated trade or business under sec 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
<b>6 Total. Add lines 1 through 5 . . . . .</b>	<b>721,957</b>	<b>691,285</b>	<b>609,722</b>	<b>734,260</b>	<b>939,424</b>	<b>3,696,648</b>
<b>7a Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .</b>						
<b>b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .</b>						
<b>c Add lines 7a and 7b . . . . .</b>						
<b>8 Public support (Subtract line 7c from line 6) . . . . .</b>						<b>3,696,648</b>

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
<b>9 Amounts from line 6 . . . . .</b>	<b>721,957</b>	<b>691,285</b>	<b>609,722</b>	<b>734,260</b>	<b>939,424</b>	<b>3,696,648</b>
<b>10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .</b>	<b>47,243</b>	<b>12,318</b>	<b>3,821</b>	<b>2,977</b>	<b>4,065</b>	<b>70,424</b>
<b>b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .</b>						
<b>c Add lines 10a and 10b . . . . .</b>	<b>47,243</b>	<b>12,318</b>	<b>3,821</b>	<b>2,977</b>	<b>4,065</b>	<b>70,424</b>
<b>11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .</b>						
<b>12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .</b>						
<b>13 Total support. (Add lines 9, 10c, 11, and 12) . . . . .</b>	<b>769,200</b>	<b>703,603</b>	<b>613,543</b>	<b>737,237</b>	<b>943,489</b>	<b>3,767,072</b>

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here . . . . . ►

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	98.13	%
16 Public support percentage from 2010 Schedule A, Part III, line 15 . . . . .	16	97.75	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	1.87	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17 . . . . .	18	2.25	%

**19a 33 1/3% support tests - 2011.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ►

**b 33 1/3% support tests - 2010.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization . . . . . ►

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . . ►

**SCHEDULE D**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

**Supplemental Financial Statements**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

**UPSTATE FILMS, LTD.**

Employer identification number

**14-1546573**

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . .  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . .  Yes  No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of a certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

Held at the End of the Tax Year	
2a	
2b	
2c	
2d	

a Total number of conservation easements . . . . .

b Total acreage restricted by conservation easements . . . . .

c Number of conservation easements on a certified historic structure included in (a) . . . . .

d Number of conservation easements included in (c) acquired after 8/17/06 and not on a historic structure listed in the National Register . . . . .

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►

4 Number of states where property subject to conservation easement is located ►

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . .  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year  
►

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year  
► \$

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? . . . . .  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$

(ii) Assets included in Form 990, Part X. . . . . ► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$

b Assets included in Form 990, Part X. . . . . ► \$

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other _____
c <input type="checkbox"/> Preservation for future generations	

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . . .  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if organization answered "Yes" to Form 990,

Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XIV and complete the following table

Amount	
1c	
1d	
1e	
1f	

c Beginning balance . . . . .

d Additions during the year . . . . .

e Distributions during the year . . . . .

f Ending balance . . . . .

2a Did the organization include an amount on Form 990, Part X, line 21? . . . . .  Yes  No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment ► %

b Permanent endowment ► %

c Temporarily restricted endowment ► %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by.

(i) unrelated organizations . . . . .

(ii) related organizations . . . . .

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

4 Describe in Part XIV the intended uses of the organization's endowment funds

	Yes	No
3a(i)		
3a(ii)		
3b		

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings			611,687	(611,687)
c Leasehold improvements	(171,532)			(171,532)
d Equipment				
e Other	183,944	740,574		924,518
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c))			►	141,299

**Part VII****Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives . . . . .		
(2) Closely-held equity interests . . . . .		
(3) Other _____		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12 ) ►		

**Part VIII****Investments - Program Related.** See Form 990, Part X, line 13

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 13 ) ►		

**Part IX****Other Assets.** See Form 990, Part X, line 15

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15 ) . . . . . ►	

**Part X****Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) ACCRUED PAYROLL AND PAYROLL TAXES	6,484
(3) EMPLOYEE SAVINGS PLAN	3,900
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25 ) ►	10,384

2. FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12) . . . . .	1	970,442
2	Total expenses (Form 990, Part IX, column (A), line 25) . . . . .	2	916,018
3	Excess or (deficit) for the year Subtract line 2 from line 1 . . . . .	3	54,424
4	Net unrealized gains (losses) on investments . . . . .	4	(8,062)
5	Donated services and use of facilities . . . . .	5	
6	Investment expenses . . . . .	6	
7	Prior period adjustments . . . . .	7	
8	Other (Describe in Part XIV) . . . . .	8	
9	Total adjustments (net) Add lines 4 through 8 . . . . .	9	(8,062)
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9 . . . . .	10	46,362

## Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	978,504
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	8,062
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	8,062
3	Subtract line 2e from line 1	3	970,442
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	970,442

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements . . . . .	1	916,018
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities . . . . .	2a	
b	Prior year adjustments . . . . .	2b	
c	Other losses . . . . .	2c	
d	Other (Describe in Part XIV) . . . . .	2d	
e	Add lines 2a through 2d . . . . .	2e	
3	Subtract line 2e from line 1 . . . . .	3	916,018
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	4a	
b	Other (Describe in Part XIV) . . . . .	4b	
c	Add lines 4a and 4b . . . . .	4c	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18) . . . . .	5	916,018

**Part XIV** **Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

**Department of the Treasury  
Internal Revenue Service**

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions

**Name of the organization**

**Employer identification number**

UPSTATE FILMS, LTD.

14-1546573

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## Part I

**Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

Form 990-EZ filers are not required to complete this part

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

**a**  Mail solicitations      **e**  Solicitation of non-government grants  
**b**  Internet and email solicitations      **f**  Solicitation of government grants  
**c**  Phone solicitations      **g**  Special fundraising events  
**d**  In-person solicitations

**2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1 <b>SALE OF TEES</b> (event type)	(b) Event #2 <b>FUNDRAISING</b> (event type)	(c) Other events <b>None</b> (total number)	(d) Total events Add col (a) through col (c))
Revenue	1 Gross receipts . . . . .	5,967	29,049		35,016
	2 Less: Charitable contributions . . . . .				
	3 Gross income (line 1 minus line 2) . . . . .	5,967	29,049		35,016
Direct Expenses	4 Cash prizes. . . . .				
	5 Noncash prizes . . . . .				
	6 Rent/facility costs. . . . .				
Expenses	7 Food and beverages . . . . .				
	8 Entertainment. . . . .				
	9 Other direct expenses . . . . .	3,073			3,073
	10 Direct expense summary. Add lines 4 through 9 in column (d) . . . . .				► ( 3,073 )
	11 Net income summary Combine line 3, column (d), and line 10. . . . .				► 31,943

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue . . . . .				
Direct Expenses	2 Cash prizes. . . . .				
	3 Noncash prizes . . . . .				
	4 Rent/facility costs. . . . .				
	5 Other direct expenses . . . . .				
	6 Volunteer labor . . . . .	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7 Direct expense summary Add lines 2 through 5 in column (d) . . . . .				► ( )
	8 Net gaming income summary Combine line 1, column d, and line 7 . . . . .				►

9 Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_

a Is the organization licensed to operate gaming activities in each of these states? . . . . .  Yes  No  
b If "No," explain \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? . . . . .  Yes  No

b If "Yes," explain \_\_\_\_\_

Department of the Treasury  
Internal Revenue Service

Name of the organization

UPSTATE FILMS, LTD.

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

**2011**

**Open to Public  
Inspection**

Employer identification number

14-1546573

**01. Officer, directors, etc. family relationship (Part VI, line 2)**

Stephen Leiber and Diane Leiber are Co-Directors.

**02. Form 990 governing body review (Part VI, line 11)**

Upstate Films has a copy of the filing return on hand for those that wish to inspect it.

**03. CEO, executive director, top management comp (Part VI, line 15a)**

The Board of Directors determines the compensation for the Co-Directors.

**04. Other officer or key employee compensation (Part VI, line 15b)**

See above. Board of Directors determine salary policies.

**05. Governing documents, etc, available to public (Part VI, line 19)**

Upstate Films keeps a copy of the tax return and financial statements at their offices and  
these can be examined by the public.

**06. Explanation of other changes in net assets or fund balances (Part XI, line 5)**

**UNREALIZED APPRECIATION OF STOCKS**

Name(s) shown on return

Business or activity to which this form relates

Identifying number

UPSTATE FILMS, LTD.

FORM 990 - 1

14-1546573

**Part I Election To Expense Certain Property Under Section 179**

Note: If you have any listed property, complete Part V before you complete Part I

1	Maximum amount (see instructions) . . . . .	1	
2	Total cost of section 179 property placed in service (see instructions) . . . . .	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions) . . . . .	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0- . . . . .	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions . . . . .	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29 . . . . .	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7 . . . . .	8	
9	Tentative deduction Enter the smaller of line 5 or line 8 . . . . .	9	
10	Carryover of disallowed deduction from line 13 of your 2010 Form 4562 . . . . .	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions) . . . . .	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11 . . . . .	12	
13	Carryover of disallowed deduction to 2012 Add lines 9 and 10, less line 12 . ►	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions) . . . . .	14	
15	Property subject to section 168(f)(1) election . . . . .	15	
16	Other depreciation (including ACRS) . . . . .	16	19,232

**Part III MACRS Depreciation (Do not include listed property) (See instructions)**

## Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2011 . . . . .	17	2,097
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here . . . . . ►		

## Section B - Assets Placed in Service During 2011 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only-see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property Statement # 50						1,211
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property		25 yrs			S/L	
h Residential rental property		27 5 yrs	MM	S/L		
i Nonresidential real property		27 5 yrs	MM	S/L		
		39 yrs	MM	S/L		
			MM	S/L		

## Section C - Assets Placed in Service During 2011 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year		12 yrs.		S/L	
c 40-year		40 yrs	MM	S/L	

**Part IV Summary (See instructions)**

21	Listed property Enter amount from line 28 . . . . .	21	
22	Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations - see instructions . . . . .	22	22,540
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs . . . . .	23	

**Federal Supporting Statements****2011 PG01**

FEIN

14-1546573

Name(s) as shown on return

UPSTATE FILMS, LTD.**FORM 4562 - LINE 19A**

Statement # 50

<b>BASIS</b>	<b>RP</b>	<b>CV</b>	<b>METHOD</b>	<b>DEDUCTION</b>
1,821	1	HY	S/L	911
600	1	HY	S/L	300
				<b><u>1,211</u></b>
<b>TOTALS</b>				

**Form 990, Schedule D, Part VI, Line 1e****PG01 Statement #D1e****Investments - Other**

<b>Description of Investment</b>	<b>Cost/basis (Investment)</b>	<b>Cost/basis (Other)</b>	<b>Depr</b>	<b>Book Value</b>
Building & Equipment	<u>183,944</u>	<u>740,574</u>	<u>556,630</u>	<u>367,888</u>
Total	<u>183,944</u>	<u>740,574</u>	<u>556,630</u>	<u>367,888</u>

990

## Overflow Statement

2011  
Page 1

Name(s) as shown on return

FEIN

UPSTATE FILMS, LTD.

14-1546573

PROGRAM SERVICES EXPENDITURES

Description	Amount
CONCESSION MERCHANDISE	\$ 43,237
FILM COSTS	263,767
GUEST SPEAKERS	2,102
POSTAGE AND FREIGHT	1,807
PRINTING AND PUBLICATIONS	8,715
REPAIRS AND MAINTENANCE	945
SALES TAX	9,058
UTILITIES	1,772
<b>Total:</b>	<b>\$ 331,403</b>

MANAGEMENT AND GENERAL EXPENDITURES

Description	Amount
DUES AND SUBSCRIPTIONS	\$ 696
OUTSIDE SERVICES	6,561
POSTAGE	7,523
REPAIRS	1,571
SUPPLIES	1,409
TELEPHONE	7,010
UTILITIES	20,641
MISCELLANEOUS	418
<b>Total:</b>	<b>\$ 45,829</b>

SCHEDULE OF FUNDRAISING EXPENSES

Description	Amount
FUNDRAISING	\$ 3,073
<b>Total:</b>	<b>\$ 3,073</b>